

RECORDATION NO. 24249-F

JUN 06 '03 11:36 AM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

June 5, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Certain Railcars and Leases from Security Agreement, dated as of June 5, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement which was previously filed with the Board under Recordation Number 24249.

The name and address of the party to the enclosed document are:

Agent for the  
Secured Parties: Credit Suisse First Boston,  
New York Branch  
Eleven Madison Avenue  
New York, NY 10010

[Borrower: Trinity Rail Leasing Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Mr. Vernon A. Williams  
June 5, 2003  
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A description of the railroad equipment covered by the enclosed document is:

277 railcars: TILX 635100 – TILX 635376.

A short summary of the document to appear in the index is:

Partial Release of Certain Railcars and Leases from Security Agreement.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORD ARCHIVE 24249-F

JUN 06 '03

11:36 AM

**PARTIAL RELEASE OF CERTAIN RAILCARS AND LEASES**  
**FROM SECURITY AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

This Partial Release of Certain Railcars and Leases from Security Agreement, dated as of June 5, 2003, is made by Credit Suisse First Boston, New York Branch ("CSFB"), as agent for the Secured Parties (as defined in the Security Agreement, as defined below).

WHEREAS, CSFB and Trinity Rail Leasing Trust II ("TRLT-II") entered into a Security Agreement dated as of June 27, 2002 (the "Security Agreement"), pursuant to which CSFB for the ratable benefit of the Secured Parties (as defined in the Security Agreement) acquired a security interest in all assets of TRLT-II, including without limitation, certain railroad equipment described on and bearing the reporting marks and road numbers as provided on Exhibit A ("Railcars") and certain leases relating to such Railcars as described on Exhibit B (the "Leases"). A Memorandum of Security Agreement relating to such Railcars and Leases is on file at the Surface Transportation Board under Recordation No. 24249 filed on December 19, 2002 at 7:50 a.m.

WHEREAS, the lien on the Railcars and Leases more specifically described on Exhibits A and B attached hereto has been released by CSFB and CSFB claims no lien or security interest in said Railcars or Leases.

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. CSFB, as agent for the Secured Parties (as defined in the Security Agreement), hereby terminates, releases and discharges its security interests, liens, claims and other encumbrances in the Railcars and Leases under the Security Agreement.
2. In order to avoid any confusion or doubt, CSFB represents and warrants that:
  - a) As listed on Exhibit B hereto, reference to "Lessee 577" means Broin Enterprises, Inc.;
  - b) As listed on Exhibit B hereto, reference to "Rider 1" to "Lessee 577" pertains to Rider One (1) to Railroad Car Lease Agreement, effective July 11, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Broin Enterprises, Inc., as lessee, incorporating the terms and conditions of that certain Railroad Car Lease Agreement, made July 11, 2002 between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Broin Enterprises, Inc., as lessee (the "Master Lease");
  - c) As listed on Exhibit B hereto, reference to "Rider 2" to "Lessee 577" pertains to Rider Two (2) to Railroad Car Lease Agreement, effective July 11, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Broin Enterprises, Inc., as lessee, incorporating the terms and conditions of the Master Lease;

d) As listed on Exhibit B hereto, reference to "Rider 3" to "Lessee 577" pertains to Rider Three (3) to Railroad Car Lease Agreement, effective July 11, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Broin Enterprises, Inc., as lessee, incorporating the terms and conditions of the Master Lease;

e) As listed on Exhibit B hereto, reference to "Lessee 2742" means Glacial Lakes Energy L.L.C.; and

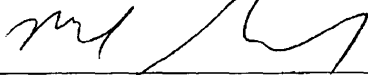
f) As listed on Exhibit B hereto, reference to "Rider 1" to "Lessee 2742" pertains to Rider One (1) to Railroad Car Lease Agreement, effective May 6, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Glacial Lakes Energy L.L.C., as lessee, incorporating the terms and conditions of that certain Railroad Car Lease Agreement, made May 6, 2002, between TRLT-II (as assignee of Trinity Industries Leasing Company), as lessor, and Glacial Lakes Energy L.L.C., as lessee.

*[Signature page follows]*

IN WITNESS WHEREOF, CSFB has caused this Release to be executed by its authorized officer as of the day and year first above written.

CREDIT SUISSE FIRST BOSTON,  
NEW YORK BRANCH

By:   
Name: MARK LENGEL  
Title: DIRECTOR

By:   
Name: Mark Golombeck  
Title: Vice President

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

Before me, a Notary Public of the State and County aforesaid, personally appeared Mark Dengel, who upon oath, acknowledged himself/herself to be a Director of Credit Suisse First Boston, New York Branch, and that s/he as such officer being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of such bank by him/herself as such officer of Credit Suisse First Boston, New York Branch.

WITNESS my hand and official seal this 3<sup>rd</sup> day of June, 2003.

Vivienne I. Bent  
Notary Public

*Vivienne I. Bent*  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

STATE OF NEW YORK     )  
  ) ss.:  
COUNTY OF NEW YORK    )

Before me, a Notary Public of the State and County aforesaid, personally appeared Mark Golondeck, who upon oath, acknowledged himself/herself to be a Vice President of Credit Suisse First Boston, New York Branch, and that s/he as such officer being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of such bank by him/herself as such officer of Credit Suisse First Boston, New York Branch.

WITNESS my hand and official seal this 3<sup>rd</sup> day of June, 2003.

Vivienne I. Bent  
Notary Public

*Vivienne I. Bent*  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

EXHIBIT A

Railcars

<u># Cars</u>	<u>Description</u>	<u>Reporting Marks</u>
277	6,351 c.f. covered quadruple hopper cars with trough hatches and gravity discharge gates	TILX 635100 - 635376

EXHIBIT B

Leases

<u>Lessees</u>	<u>Riders</u>
577	1
577	2
577	3
2742	1



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

*6/5/03*



\_\_\_\_\_  
Robert W. Alvord